

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE**

In re:

FRANCHISE GROUP, INC., *et al.*,¹

Debtors.

Chapter 11

Case No. 24-12480 (LSS)

(Jointly Administered)

**SECOND AMENDED² NOTICE OF AGENDA FOR HEARING OF MATTERS
SCHEDULED FOR FEBRUARY 13, 2025 AT 10:00 A.M. (ET)**

**AT THE DIRECTION OF CHAMBERS, THIS HEARING HAS BEEN ADJOURNED
TO FEBRUARY 19, 2025 AT 10:00 A.M. (ET)**

[Continued on Next Page]

¹ The Debtors in these Chapter 11 Cases, along with the last four digits of their U.S. federal tax identification numbers, to the extent applicable, are Franchise Group, Inc. (1876), Freedom VCM Holdings, LLC (1225), Freedom VCM Interco Holdings, Inc. (2436), Freedom Receivables II, LLC (4066), Freedom VCM Receivables, Inc. (0028), Freedom VCM Interco, Inc. (3661), Freedom VCM, Inc. (3091), Franchise Group New Holdco, LLC (0444), American Freight FFO, LLC (5743), Franchise Group Acquisition TM, LLC (3068), Franchise Group Intermediate Holdco, LLC (1587), Franchise Group Intermediate L, LLC (9486), Franchise Group Newco Intermediate AF, LLC (8288), American Freight Group, LLC (2066), American Freight Holdings, LLC (8271), American Freight, LLC (5940), American Freight Management Company, LLC (1215), Franchise Group Intermediate S, LLC (5408), Franchise Group Newco S, LLC (1814), American Freight Franchising, LLC (1353), Home & Appliance Outlet, LLC (n/a), American Freight Outlet Stores, LLC (9573), American Freight Franchisor, LLC (2123), Franchise Group Intermediate B, LLC (7836), Buddy's Newco, LLC (5404), Buddy's Franchising and Licensing LLC (9968), Franchise Group Intermediate V, LLC (5958), Franchise Group Newco V, LLC (9746), Franchise Group Intermediate BHF, LLC (8260), Franchise Group Newco BHF, LLC (4123), Valor Acquisition, LLC (3490), Vitamin Shoppe Industries LLC (3785), Vitamin Shoppe Global, LLC (1168), Vitamin Shoppe Mariner, LLC (6298), Vitamin Shoppe Procurement Services, LLC (8021), Vitamin Shoppe Franchising, LLC (8271), Vitamin Shoppe Florida, LLC (6590), Betancourt Sports Nutrition, LLC (0470), Franchise Group Intermediate PSP, LLC (5965), Franchise Group Newco PSP, LLC (2323), PSP Midco, LLC (6507), Pet Supplies "Plus", LLC (5852), PSP Group, LLC (5944), PSP Service Newco, LLC (6414), WNW Franchising, LLC (9398), WNW Stores, LLC (n/a), PSP Stores, LLC (9049), PSP Franchising, LLC (4978), PSP Subco, LLC (6489), PSP Distribution, LLC (5242), Franchise Group Intermediate SL, LLC (2695), Franchise Group Newco SL, LLC (7697), and Educate, Inc. (5722). The Debtors' headquarters is located at 109 Innovation Court, Suite J, Delaware, Ohio 43015.

² Amended items appear in bold.

All hearings before Judge Silverstein are in person.

Permission to appear remotely at any hearing must be approved by chambers. Case Participants who are permitted to attend remotely must register using the [eCourtAppearances](#) tool as described below.

The deadline to register for remote attendance is 4:00 P.M. (prevailing Eastern Time) the business day before the hearing unless otherwise noticed. When registering, Case Participants may choose to attend remotely through video or audio access. Please be aware that if you choose audio access and the proceedings involve witness testimony, you may be disconnected entirely from the hearing or moved to a waiting room and unable to hear that portion of the proceedings. Once you register your appearance, a screen will appear that states “Thank you for registering your appearance in (Case number) (Case name).” An electronic invitation, with the relevant audio or video link, will be emailed to you prior to the hearing.

Please do not contact the Court to confirm registration.

RESOLVED/ADJOURNED MATTERS:

1. Debtors’ Motion for Entry of Orders (I) (A) Approving Bidding Procedures for the Sale of All or Substantially All of the Debtors’ Assets, (B) Scheduling an Auction and a Sale Hearing and Approving the Form and Manner of Notice Thereof, (C) Approving Assumption and Assignment Procedures, and (D) Granting Related Relief; and (II) (A) Approving the Sale of the Debtors’ Assets Free and Clear of Liens, Claims, Interests, and Encumbrances, (B) Approving the Assumption and Assignment of Executory Contracts and Unexpired Leases, and (C) Granting Related Relief [[D.I. 154](#), 11/11/24]

Sale Objection Deadline: January 3, 2025 at 4:00 p.m. (ET); extended to February 6, 2025 at 4:00 p.m. (ET).

Cure/Assignment Objection Deadline: January 3, 2025 at 4:00 p.m. (ET) (as may have been extended and/or modified for the counterparties affected by certain supplemental and/or amended notices, *see* Docket Nos. 487, 499, 597, 650, 803, 804 & 881)

Related Documents:

- A. Order (I)(A) Approving Bidding Procedures for the Sale of All or Substantially All of the Debtors’ Assets, (B) Scheduling an Auction and a Sale Hearing and Approving the Form and Manner of Notice Thereof, (C) Approving Assumption and Assignment Procedures, and (D) Granting Related Relief [[D.I. 411](#), 12/11/24]

- B. [Revised] Order (I)(A) Approving Bidding Procedures for the Sale of All or Substantially All of the Debtors' Assets, (B) Scheduling an Auction and a Sale Hearing and Approving the Form and Manner of Notice Thereof, (C) Approving Assumption and Assignment Procedures, and (D) Granting Related Relief [[D.I. 444](#), 12/16/24]
- C. Notice of Proposed Sale of Assets, Bidding Procedures, Auction and Sale Hearing [[D.I. 454](#), 12/17/24]
- D. Notice of Possible Assumption and Assignment and Cure Costs with Respect to Executory Contracts and Unexpired Leases [[D.I. 487](#), 12/20/24]
- E. Notice of Filing of Proposed Order (A) Approving the Sale of the Debtors' Assets Free and Clear of Liens, Claims, Interests, and Encumbrances, (B) Approving the Assumption and Assignment of Executory Contracts and Unexpired Leases, and (C) Granting Related Relief [[D.I. 498](#), 12/23/24]
- F. Notice of Possible Assumption and Assignment and Cure Costs with Respect to Rent-to-Own Customer Agreements [[D.I. 499](#), 12/24/24]
- G. Certification of Publication [[D.I. 593](#)]
- H. Notice of First Amended Cure Schedule [[D.I. 597](#), 1/2/25]
- I. Supplemental Notice of Possible Assumption and Assignment and Cure Costs with Respect to Executory Contracts and Unexpired Leases [[D.I. 650](#), 1/3/25]
- J. Notice of Second Amended Cure Schedule [[D.I. 803](#), 1/21/25]
- K. Second Supplemental Notice of Possible Assumption and Assignment and Cure Costs with Respect to Executory Contracts and Unexpired Leases [[D.I. 804](#), 1/21/25]
- L. Third Supplemental Notice of Possible Assumption and Assignment and Cure Costs with Respect to Executory Contracts and Unexpired Leases [[D.I. 881](#), 1/31/25]
- M. Notice of Adjournment of Auction [[D.I. 916](#), 2/4/25]
- N. Notice of Further Adjournment of Auction [[D.I. 948](#), 2/10/25]
- O. Letter Dated February 10, 2025 to Chambers from Buddy Mac Holdings, LLC Regarding First Discovery Requests [[D.I. 952](#), 2/10/25]
- P. Notice of Cancellation of Auction [[D.I. 961](#), 2/12/25]
- Q. Response Letter Dated February 12, 2025 to Chambers from the Debtors Regarding Discovery Dispute [[D.I. 971](#), 2/12/25]**

Cure Responses Received: See **Exhibit A** hereto.

Sale Responses Received: See **Exhibit B** hereto.

Status: This matter has been adjourned indefinitely.

2. Application of the Official Committee of Unsecured Creditors for Entry of an Order Authorizing the Retention and Employment of Perella Weinberg Partners LP as Investment Banker to the Official Committee of Unsecured Creditors, Effective as of November 26, 2024 [[D.I. 579](#), 12/27/24]

Objection Deadline: January 13, 2025, at 4:00 p.m. (ET); extended for all parties to January 27, 2025 at 4:00 p.m. (ET); extended further for the Ad Hoc Group of First Lien Lenders and DIP Lenders to January 30, 2025 at 4:00 p.m. (ET)

Related Documents:

- A. [Withdrawn] Consented to Motion for Extension of Time to Respond to Application of the Official Committee of Unsecured Creditors for Entry of an Order Authorizing the Retention and Employment of Perella Weinberg Partners LP as Investment Banker to the Official Committee of Unsecured Creditors, Effective as of November 26, 2024 [[D.I. 731](#), 1/13/25]
- B. Notice of Hearing Regarding Consented to Motion for Extension of Time to Respond to Application of the Official Committee of Unsecured Creditors for Entry of an Order Authorizing the Retention and Employment of Perella Weinberg Partners LP as Investment Banker to the Official Committee of Unsecured Creditors, Effective as of November 26, 2024 [[D.I. 733](#), 1/13/25]
- C. Certification of Counsel Regarding Order Authorizing the Retention and Employment of Perella Weinberg Partners LP as Investment Banker to the Official Committee of Unsecured Creditors Effective as of November 26, 2024 [[D.I. 943](#), 2/7/25]
- D. Notice of Withdrawal of Consented to Motion for Extension of Time to Respond to Application of the Official Committee of Unsecured Creditors for Entry of an Order Authorizing the Retention and Employment of Perella Weinberg Partners LP as Investment Banker to the Official Committee of Unsecured Creditors, Effective as of November 26, 2024 [[D.I. 953](#), 2/10/25]

Responses Received:

- E. Informal response from the Office of the United States Trustee for the District of Delaware
- F. Informal response from the Ad Hoc Group of First Lien Lenders

Additional Related Documents:

G. Order Authorizing the Retention and Employment of Perella Weinberg Partners LP as Investment Banker to the Official Committee of Unsecured Creditors, Effective as of November 26, 2024 [D.I. 969, 2/12/25]

Status: An order has been entered. A hearing is not required.

3. Application of Debtors Freedom VCM Interco, Inc. and Freedom VCM, Inc. for Entry of an Order Authorizing the Employment and Retention of Akin Gump Strauss Hauer & Feld LLP as Special Co-Counsel on Behalf of and at the Sole Direction of the Independent Director, Michael J. Wartell, Effective as of December 9, 2024 [D.I. 702, 1/9/25]

Objection Deadline: January 23, 2025 at 4:00 p.m. (ET)

Related Documents:

- A. Certification of Counsel Regarding Application of Debtors Freedom VCM Interco, Inc. and Freedom VCM, Inc. for Entry of an Order Authorizing the Employment and Retention of Akin Gump Strauss Hauer & Feld LLP as Special Co-Counsel on Behalf of and at the Sole Direction of the Independent Director, Michael J. Wartell, Effective as of December 9, 2024 [D.I. 830, 1/24/25]
- B. Order Authorizing Debtors Freedom VCM Interco, Inc. and Freedom VCM, Inc. to Employ and Retain Akin Gum Strauss Hauer & Feld LLP as Special Co-Counsel on Behalf of and at the Sole Direction of the Independent Director, Michael J. Wartell, Effective as of December 9, 2024 [D.I. 844, 1/27/25]

Responses Received:

- C. Informal Response from the Office of the United States Trustee for the District of Delaware

Status: An order has been entered. A hearing is not required.

4. Application of Debtors Freedom VCM Interco, Inc. and Freedom VCM, Inc. for Entry of an Order Authorizing the Employment of Ashby & Geddes, P.A. as Delaware Special Counsel on Behalf and at the Sole Direction of the Independent Director, Michael J. Wartell, Effective as of December 19, 2024 [D.I. 703, 1/9/25]

Objection Deadline: January 23, 2025 at 4:00 p.m. (ET)

Related Documents:

- A. Certification of Counsel Regarding Application of Debtors Freedom VCM Interco, Inc. and Freedom VCM, Inc. for Entry of an Order Authorizing the Employment of Ashby & Geddes, P.A. as Delaware Special Counsel on Behalf and at the Sole Direction of the Independent Director, Michael J. Wartell, Effective as of

December 19, 2024 [[D.I. 831](#), 1/24/25]

- B. Order Authorizing Debtors Freedom VCM Interco, Inc. and Freedom VCM, Inc. to Employ Ashby Geddes, P.A. as Delaware Special Counsel on Behalf and at the Sole Direction of the Independent Director, Michael J. Wartell, Effective as of December 19, 2024 [[D.I. 845](#), 1/27/25]

Responses Received:

- C. Informal Response from the Office of the United States Trustee for the District of Delaware

Status: An order has been entered. A hearing is not required.

- 5. Debtors' Tenth Omnibus Motion for Entry of an Order, Pursuant to Sections 105(a) and 365(a), and 554 of the Bankruptcy Code Authorizing the Debtors to Reject Certain Unexpired Executory Contracts, Effective as of the Rejection Date [[D.I. 716](#), 1/10/25]

Objection Deadline: January 24, 2025 at 4:00 p.m. (ET).

Related Documents:

- A. Certification of No Objection Regarding Docket No. 716 [[D.I. 847](#), 1/27/25]
- B. Tenth Omnibus Order, Pursuant to Sections 105(a) and 365(a), and 554 of the Bankruptcy Code Authorizing the Debtors to Reject Certain Unexpired Executory Contracts, Effective as of the Rejection Date [[D.I. 852](#), 1/28/25]

Responses Received: None.

Status: An order has been entered. A hearing is not required.

- 6. Consented to Motion for Extension of Time to Respond to Application of the Official Committee of Unsecured Creditors for Entry of an Order Authorizing the Retention and Employment of Perella Weinberg Partners LP as Investment Banker to the Official Committee of Unsecured Creditors, Effective as of November 26, 2024 [[D.I. 731](#), 1/13/25]

Objection Deadline: January 27, 2025 at 4:00 p.m. (ET).

Related Documents:

- A. Application of the Official Committee of Unsecured Creditors for Entry of an Order Authorizing the Retention and Employment of Perella Weinberg Partners LP as Investment Banker to the Official Committee of Unsecured Creditors, Effective as of November 26, 2024 [[D.I. 579](#), 12/27/24]

- B. Notice of Hearing Regarding Consented to Motion for Extension of Time to Respond to Application of the Official Committee of Unsecured Creditors for Entry of an Order Authorizing the Retention and Employment of Perella Weinberg Partners LP as Investment Banker to the Official Committee of Unsecured Creditors, Effective as of November 26, 2024 [[D.I. 733](#), 1/13/25]
- C. Certification of Counsel Regarding Order Authorizing the Retention and Employment of Perella Weinberg Partners LP as Investment Banker to the Official Committee of Unsecured Creditors Effective as of November 26, 2024 [[D.I. 943](#), 2/7/25]
- D. Notice of Withdrawal of Consented to Motion for Extension of Time to Respond to Application of the Official Committee of Unsecured Creditors for Entry of an Order Authorizing the Retention and Employment of Perella Weinberg Partners LP as Investment Banker to the Official Committee of Unsecured Creditors, Effective as of November 26, 2024 [[D.I. 953](#), 2/10/25]

Responses Received: None.

Status: This matter has been withdrawn. A hearing is not required.

- 7. Debtors' Eleventh Omnibus Motion for Entry of an Order, Pursuant to Sections 105(a), 365(a) and 554 of the Bankruptcy Code Authorizing the Debtors to Reject Certain Unexpired Executory Contracts, Effective as of the Rejection Date [[D.I. 758](#), 1/16/25]

Objection Deadline: January 30, 2025 at 4:00 p.m. (ET).

Related Documents:

- A. Certificate of No Objection Regarding Docket No. 758 [[D.I. 886](#), 2/3/25]
- B. Eleventh Omnibus Order Authorizing the Debtors to Reject Certain Executory Contracts Effective as of the Rejection Date [[D.I. 919](#), 2/5/25]

Responses Received: None.

Status: An order has been entered. A hearing is not required.

- 8. Debtors' Motion for Entry of an Order Extending the Period Within Which the Debtors May Remove Actions Pursuant to 28 U.S.C. § 1452 [[D.I. 874](#), 1/30/25]

Objection Deadline: February 6, 2025 at 4:00 p.m. (ET).

Related Documents:

- A. Certificate of No Objection Regarding Docket No. 874 [[D.I. 944](#), 2/7/25]

B. Order Extending the Period Within Which the Debtors May Remove Actions Pursuant to 28 U.S.C. § 1452 [D.I. 972, 2/12/25]

Responses Received: None.

Status: An order has been entered. A hearing is not required.

9. Debtors' Twelfth Omnibus Motion for Entry of an Order, Pursuant to Sections 105(a), 365(a), and 554 of the Bankruptcy Code Authorizing the Debtors to (I) Reject Certain Unexpired Leases and a Certain Unexpired Sublease, Effective as of the Rejection Date; and (II) Abandon Personal Property [D.I. 875, 1/30/25]

Objection Deadline: February 6, 2025 at 4:00 p.m. (ET).

Related Documents:

- A. Certification of Counsel Regarding Revised Proposed Twelfth Omnibus Order, Pursuant to Sections 105(a), 365(a), and 554 of the Bankruptcy Code Authorizing the Debtors to (I) Reject Certain Unexpired Leases, Effective as of the Rejection Date; and (II) Abandon Personal Property [D.I. 955, 2/11/25]

Responses Received:

- B. Limited Objection and Reservation of Rights of the ChildSmiles Group, LLC, a/k/a Abra Health, LLC, to Debtors' Twelfth Omnibus Motion for Entry of an Order, Pursuant to Sections 105(a), 365(a), and 554 of the Bankruptcy Code Authorizing the Debtors to (I) Reject Certain Unexpired Leases and a Certain Unexpired Sublease, Effective as of the Rejection Date; and (II) Abandon Personal Property [D.I. 933, 2/6/25]

Additional Related Documents:

- C. Twelfth Omnibus Order, Pursuant to Sections 105(a), 365(a), and 554 of the Bankruptcy Code Authorizing the Debtors to (I) Reject Certain Unexpired Leases, Effective as of the Rejection Date; and (II) Abandon Personal Property [D.I. 968, 2/12/25]

Status: An order partially resolving this matter has been entered. Item B has been adjourned by agreement of the parties to the next omnibus hearing date.

10. Debtors' Thirteenth Omnibus Motion for Entry of an Order, Pursuant to Sections 105(a), 365(a), and 554 of the Bankruptcy Code Authorizing the Debtors to Reject Certain Unexpired Executory Contracts, Effective as of the Rejection Date [D.I. 876, 1/30/25]

Objection Deadline: February 6, 2025 at 4:00 p.m. (ET).

Related Documents:

- A. Certificate of No Objection Regarding Docket No. 876 [[D.I. 945](#), 2/7/25]
- B. Thirteenth Omnibus Order Pursuant to Sections 105(a), 365(a), and 554 of the Bankruptcy Code Authorizing the Debtors to Reject Certain Unexpired Executory Contracts, Effective as of the Rejection Date [[D.I. 973](#), 2/12/25]**

Responses Received: None.

Status: An order has been entered. A hearing is not required.

- 11. Debtors' Motion for Entry of an Order Extending the Deadline for the Debtors to Assume or Reject Unexpired Leases of Non-Residential Real Property Under Which Any of the Debtors Is a Lessee [[D.I. 877](#), 1/30/25]

Objection Deadline: February 6, 2025 at 4:00 p.m. (ET).

Related Documents:

- A. Certification of Counsel Regarding Revised Order Extending the Deadline for the Debtors to Assume or Reject Unexpired Leases of Non-Residential Real Property Under Which Any of the Debtors Is a Lessee [[D.I. 946](#), 2/7/25]

Responses Received:

- B. Informal Response from certain landlords represented by Kelley Drye & Warren LLP
- C. Informal Response from certain landlords represented by Ballard Spahr LLP

Additional Related Documents:

- D. Order Extending the Deadline for the Debtors to Assume or Reject Unexpired Leases of Non-Residential Real Property Under Which Any of the Debtors Is a Lessee [[D.I. 970](#), 2/12/25]**

Status: An order has been entered. A hearing is not required.

MATTER GOING FORWARD:

- 12. Debtors' Motion for an Order (I) Approving the Disclosure Statement; (II) Approving Solicitation and Voting Procedures, Including (A) Fixing the Voting Record Date, (B) Approving the Solicitation Packages and Procedures for Distribution, (C) Approving the Form of the Ballots and Solicitation Materials and Establishing Procedures for Voting, and (D) Approving Procedures for Vote Tabulation; (III) Scheduling a Confirmation

Hearing and Establishing Notice and Objection Procedures; and (IV) Granting Related Relief [[D.I. 152](#), 11/11/24]

Objection Deadline: December 10, 2024 at 4:00 p.m. (ET); extended for (a) all parties to January 3, 2025 at 4:00 p.m. (ET); (b) the U.S. Trustee to January 8, 2025 at 4:00 p.m. (ET); (c) the Ad Hoc Group of Freedom Lenders to January 8, 2025 at 11:59 p.m. (ET); (d) certain Landlords to January 10, 2025 at 12:00 p.m. (ET); (e) the ABL Lenders to January 14, 2025 at 12:00 p.m. (ET); and (f) with the permission of the Court, the Official Committee of Unsecured Creditors to January 17, 2025 at 12:00 p.m. (ET)

Related Documents:

- A. Declaration of David Orlofsky in Support of Debtors' Chapter 11 Petitions and First Day Pleadings [[D.I. 15](#), 11/4/24]
- B. Joint Chapter 11 Plan of Franchise Group, Inc. and Its Affiliated Debtors [[D.I. 150](#), 11/11/24]
- C. Disclosure Statement for the Joint Chapter 11 Plan of Franchise Group, Inc. and Its Affiliated Debtors [[D.I. 151](#), 11/11/24]
- D. Notice of Hearing to Consider Approval of Disclosure Statement [[D.I. 153](#), 11/11/24]
- E. Notice of Rescheduled Disclosure Statement Hearing [[D.I. 373](#), 12/9/24]
- F. First Amended Joint Chapter 11 Plan of Franchise Group, Inc. and Its Affiliated Debtors [[D.I. 654](#), 1/3/25]
- G. Disclosure Statement for the First Amended Joint Chapter 11 Plan of Franchise Group, Inc. and Its Affiliated Debtors [[D.I. 655](#), 1/3/25]
- H. Notice of Filing of Blacklines of First Amended (I) Joint Chapter 11 Plan of Franchise Group, Inc. and Its Affiliated Debtors; and (II) Disclosure Statement for the First Amended Joint Chapter 11 Plan of Franchise Group, Inc. and Its Affiliated Debtors [[D.I. 656](#), 1/3/25]
- I. Notice of Filing of Revised Proposed Order (I) Approving the Disclosure Statement; (II) Approving Solicitation and Voting Procedures, Including (A) Fixing the Voting Record Date, (B) Approving the Solicitation Packages and Procedures for Distribution, (C) Approving the Form of the Ballots and Solicitation Materials and Establishing Procedures for Voting, and (D) Approving Procedures for Vote Tabulation; (III) Scheduling a Confirmation Hearing and Establishing Notice and Objection Procedures; and (IV) Granting Related Relief [[D.I. 657](#), 1/3/25]

- J. Declaration of Samuel P. Hershey in Support of the Objection of the Ad Hoc Group of Freedom Lenders to the Debtors' Disclosure Statement [[D.I. 687](#), 1/9/25]
- K. Notice of Rescheduled Hearing [[D.I. 723](#), 1/10/25]
- L. Debtors' Omnibus Reply in Support of Debtors' Motion for an Order (I) Approving the Disclosure Statement; (II) Approving Solicitation and Voting Procedures, Including (A) Fixing the Voting Record Date, (B) Approving the Solicitation Packages and Procedures for Distribution, (C) Approving the Form of the Ballots and Solicitation Materials and Establishing Procedures for Voting; (D) Approving Procedures for Vote Tabulation; (III) Scheduling a Confirmation Hearing and Establishing Notice and Objection Procedures; and (IV) Granting Related Relief [[D.I. 891](#), 2/3/25]
- M. Declaration of Betsy L. Feldman in Support of Debtors' Omnibus Reply in Support of Debtors' Motion for an Order (I) Approving the Disclosure Statement; (II) Approving Solicitation and Voting Procedures, Including (A) Fixing the Voting Record Date, (B) Approving the Solicitation Packages and Procedures for Distribution, (C) Approving the Form of the Ballots and Solicitation Materials and Establishing Procedures for Voting, and (D) Approving Procedures for Vote Tabulation; (III) Scheduling a Confirmation Hearing and Establishing Notice and Objection Procedures; and (IV) Granting Related Relief [[D.I. 892](#), 2/3/25]
- N. Notice of Filing of Further Revised Proposed Order (I) Approving the Disclosure Statement; (II) Approving Solicitation and Voting Procedures, Including (A) Fixing the Voting Record Date, (B) Approving the Solicitation Packages and Procedures for Distribution, (C) Approving the Form of the Ballots and Solicitation Materials and Establishing Procedures for Voting, and (D) Approving Procedures for Vote Tabulation; (III) Scheduling a Confirmation Hearing and Establishing Notice and Objection Procedures; and (IV) Granting Related Relief [[D.I. 893](#), 2/3/25]
- O. Second Amended Joint Chapter 11 Plan of Franchise Group, Inc. and Its Affiliated Debtors [[D.I. 894](#), 2/3/25]
- P. Disclosure Statement for the Second Amended Joint Chapter 11 Plan of Franchise Group, Inc. and Its Affiliated Debtors [[D.I. 895](#), 2/3/25]
- Q. Ad Hoc Group of First Lien Lenders' Statement in Support of Approval of the Debtors' Proposed Disclosure Statement [[D.I. 896](#), 2/3/25]
- R. Notice of Filing of Blacklines of Second Amended (I) Joint Chapter 11 Plan of Franchise Group, Inc. and Its Affiliated Debtors; and (II) Disclosure Statement for the Second Amended Joint Chapter 11 Plan of Franchise Group, Inc. and Its Affiliated Debtors [[D.I. 898](#), 2/3/25]
- S. The Ad Hoc Group of Freedom Lenders' Witness and Exhibit List for the February 6, 2025 Hearing [[D.I. 910](#), 2/4/25]

- T. The Official Committee of Unsecured Creditors' Witness and Exhibit List for Hearing on February 6, 2025 at 10:00 a.m. [[D.I. 912](#), 2/4/25]
- U. The Ad Hoc Group of Freedom Lenders' (I) Motion to Adjourn Disclosure Statement Hearing and (II) Supplemental Objection of the Ad Hoc Group of Freedom Lenders to Debtors' Disclosure Statement Motion [[D.I. 922](#), 2/5/25]
- V. Third Amended Joint Chapter 11 Plan of Franchise Group, Inc. and Its Affiliated Debtors [[D.I. 925](#), 2/5/25]
- W. Disclosure Statement for the Third Amended Joint Chapter 11 Plan of Franchise Group, Inc. and Its Affiliated Debtors [[D.I. 926](#), 2/5/25]
- X. Notice of Filing of Blacklines of Third Amended (I) Joint Chapter 11 Plan of Franchise Group, Inc. and Its Affiliated Debtors; and (II) Disclosure Statement for the Third Amended Joint Chapter 11 Plan of Franchise Group, Inc. and Its Affiliated Debtors [[D.I. 927](#), 2/5/25]
- Y. Notice of Filing of Further Revised Proposed Order (I) Approving the Disclosure Statement; (II) Approving Solicitation and Voting Procedures, Including (A) Fixing the Voting Record Date, (B) Approving the Solicitation Packages and Procedures for Distribution, (C) Approving the Form of the Ballots and Solicitation Materials and Establishing Procedures for Voting, and (D) Approving Procedures for Vote Tabulation; (III) Scheduling a Confirmation Hearing and Establishing Notice and Objection Procedures; and (IV) Granting Related Relief [[D.I. 928](#), 2/5/25]

Responses Received:

- Z. Informal Response from certain landlords represented by (i) Barclay Daman LLP, (ii) Ballard Spahr LLP, and (iii) Allen Matkins Leck Gamble Mallory & Natsis LLP
- AA. Informal Response from the ABL Lenders
- BB. Letter from Accelerated Services, Inc. [[D.I. 434](#), 12/10/24; [D.I. 441](#), 12/10/24]
- CC. Limited Objection of the U.S. Securities and Exchange Commission to Debtors' Motion for Entry of an Order Approving the Adequacy of the Disclosure Statement [[D.I. 486](#), 12/20/24]
- DD. United States Trustee's Omnibus Objection to (I) Disclosure Statement for the Joint Chapter 11 Plan of Franchise Group, Inc. and Its Affiliated Debtors, and (II) Debtors Motion for an Order, *inter alia*, Approving Solicitation and Tabulation Procedures [[D.I. 679](#), 1/8/25]
- EE. Objection of the Ad Hoc Group of Freedom Lenders to Debtors' Disclosure Statement Motion [[D.I. 686](#), 1/8/25]

- FF. Informal Comments from the Official Committee of Unsecured Creditors
- GG. The Ad Hoc Group of Freedom Lenders' (I) Motion to Adjourn Disclosure Statement Hearing and (II) Supplemental Objection of the Ad Hoc Group of Freedom Lenders to Debtors' Disclosure Statement Motion [[D.I. 922](#), 2/5/25]

Additional Related Documents:

- HH. Fourth Amended Joint Chapter 11 Plan of Franchise Group, Inc. and Its Affiliated Debtors [[D.I. 957](#), 2/12/25]
- II. Disclosure Statement for the Fourth Amended Joint Chapter 11 Plan of Franchise Group, Inc. and Its Affiliated Debtors [[D.I. 958](#), 2/12/25]
- JJ. Notice of Filing of Blacklines of Fourth Amended (I) Joint Chapter 11 Plan of Franchise Group, Inc. and Its Affiliated Debtors; and (II) Disclosure Statement for the Fourth Amended Joint Chapter 11 Plan of Franchise Group, Inc. and Its Affiliated Debtors [[D.I. 959](#), 2/12/25]
- KK. Notice of Filing of Further Revised Proposed Order (I) Approving the Disclosure Statement; (II) Approving Solicitation and Voting Procedures, Including (A) Fixing the Voting Record Date, (B) Approving the Solicitation Packages and Procedures for Distribution, (C) Approving the Form of the Ballots and Solicitation Materials and Establishing Procedures for Voting, and (D) Approving Procedures for Vote Tabulation; (III) Scheduling a Confirmation Hearing and Establishing Notice and Objection Procedures; and (IV) Granting Related Relief [[D.I. 960](#), 2/12/25]

Status: **This matter has been adjourned to February 19, 2025 at 10:00 a.m. (ET).**

[Signature Page Follows]

Dated: February 12, 2025
Wilmington, Delaware

YOUNG CONAWAY STARGATT & TAYLOR, LLP

/s/ Allison S. Mielke

Edmon L. Morton (Del. No. 3856)
Matthew B. Lunn (Del. No. 4119)
Allison S. Mielke (Del. No. 5934)
Shella Borovinskaya (Del. No. 6758)
Rodney Square
1000 North King Street
Wilmington, Delaware 19801
Telephone: (302) 571-6600
Facsimile: (302) 571-1253
emorton@ycst.com
mlunn@ycst.com
amielke@ycst.com
sborovinskaya@ycst.com

Counsel to the Debtors and Debtors in Possession

EXHIBIT A

Cure Responses

EXHIBIT A**Cure Responses¹**

FORMAL RESPONSES RECEIVED			
	Docket Ref.	Objecting Party	Status
1.	561	2205 Federal Investors, LLC	Resolved
2.	568	280 Metro Limited Partnership	Resolved
3.	568	PK I LA Verne Town Center LP	Pending
4.	568	PK II EL Camino North LP	Pending
5.	568	KIR Torrance, L.P.	Resolved
6.	568	KIR Brandon 011, LLC	Resolved
7.	568	Kimzay of Florida, Inc.	Debtors filed a motion to reject the applicable lease, rendering the objection moot. <i>See</i> Docket No. 875.
8.	568	New Creek II LLC	Resolved
9.	568	WRI Trautmann, LP	Resolved
10.	568	Weingarten Northcross JV	Pending

¹ The Debtors have endeavored to list each and every applicable response received to date. However, given the number of responses received, the Debtors may have inadvertently omitted one or more responses. This chart is intended to assist the Court and parties in interest. Nothing herein is intended to, or shall, prejudice the rights of any party to the extent that such party has timely filed a response, which is later determined to have been inadvertently omitted herein.

FORMAL RESPONSES RECEIVED			
	Docket Ref.	Objecting Party	Status
11.	568	Kimco Brownsville, L.P.	Pending
12.	580	Shanri Holdings Corp.	Resolved
13.	581	Beral, LLP and Laurel Lakes, LLC	Resolved
14.	583	Oracle America, Inc.	Pending
15.	589	MEL Indiana, LLC	Resolved
16.	596	Simon Property Group, Inc.	Resolved
17.	599	Oxford Valley Road Associates, L.P.	Withdrawn [D.I. 863]
18.	600	Turkey Creek Holdings, LLC	Resolved
19.	601	Easton Market SC, LLC	Resolved
20.	607	Whirlpool Corporation	Resolved
21.	608	STAG Industrial Holdings, LLC	Resolved
22.	610	Garden City Owner LLC	Resolved
23.	610	Redstone Operating Limited Partnership	Debtors filed a motion to reject the applicable lease, rendering the objection moot. <i>See</i> Docket No. 875.
24.	613	Dell Financial Services, L.L.C.	Resolved

FORMAL RESPONSES RECEIVED			
	Docket Ref.	Objecting Party	Status
25.	615	THF St. Clairsville Development LP; THF Clarksburg Development Two, LLC, TKG Fairhaven Commons LLC, TKG Paxton Towne Center Development LP and GKT Shoppes at Legacy Park, LLC	Resolved
26.	616	WPG Legacy, LLC	Resolved
27.	617	Heritage Seymour I, LLC and Heritage Seymour II, LLC	Pending
28.	618	Sun Life Assurance Company of Canada	Withdrawn [D.I. 859]
29.	619	BC Exchange Salt Pond	Pending
30.	622	Kin Properties Inc.	Resolved
31.	622	Aberdeen Oklahoma Associates and Pasan LLC	Resolved
32.	622	Muffrey LLC	Resolved
33.	625	DoorDash, Inc. and DoorDash G&C, LLC	Resolved
34.	626	Northlake Village Owner, LLC	Pending
35.	626	PF Portfolio 2, LLP	Pending
36.	626	River Oaks El Mercado, LLC	Pending
37.	629	Frontier Kissimmee LLC	Resolved

FORMAL RESPONSES RECEIVED			
	Docket Ref.	Objecting Party	Status
38.	630	Frontier Dania LLC	Pending
39.	631	Village at the Mall Holdings, LLC	Resolved
40.	632	Frontier Osceola LLC	Pending
41.	633 & 722	B33 Ashley Furniture Plaza II LLC	Pending
42.	633 & 722	B33 Metro Crossing II LLC	Pending
43.	633 & 722	B33 Wrangleboro II LLC	Pending
44.	633 & 722	B33 Yuma Palms III LLC	Pending
45.	633 & 722	B33 Shops at Centerpoint III LLC	Pending
46.	634	Sunwarrior Ventures LLC d/b/a Sunwarrior, a wholly owned subsidiary of Viva 5 Group, LLC dba Growve	Pending
47.	635	The Chubb Companies	Pending
48.	636	Glanbia Performance Nutrition (NA), Inc., f/k/a Glanbia Performance Nutrition, Inc.	Resolved
49.	638	Woodbolt Distribution, LLC	Pending
50.	639	Columbia-BBB Westchester Shopping Center Associates	Resolved

FORMAL RESPONSES RECEIVED			
	Docket Ref.	Objecting Party	Status
51.	640	Benenson Capital Partners, LLC	Pending
52.	640	DLC Management Corporation	Pending
53.	640	Inland Commercial Real Estate Services LLC	Pending
54.	640	National Realty & Development Corp.	Pending
55.	641	Fifth & Alton (Edens) LLC	Pending
56.	643	Arizona Nutritional Supplements (ANS)	Resolved
57.	644	Buddy Mac Holdings, LLC	Pending
58.	645	Commerce 9005 LLC f/k/a Commerce Limited Partnership #9005	Pending
59.	645	Commerce #9602 LLC f/k/a Commerce Limited Partnership #9602	Pending
60.	647	Acadia Realty Limited Partnership	Pending
61.	647	ARC CPFAYNC001, LLC	Pending
62.	647	ARC MCLVSNV001, LLC	Pending
63.	647	ARC TSKCYMO001, LLC	Pending
64.	647	ARG LSSALMD001, LLC	Pending

FORMAL RESPONSES RECEIVED			
	Docket Ref.	Objecting Party	Status
65.	647	Azalea Joint Venture, LLC	Pending
66.	647	BMA Springhurst, LLC	Pending
67.	647	Brixmor Operating Partnership LP	Pending
68.	647	Continental Realty Corporation	Pending
69.	647	Deutsche Asset & Wealth Management	Pending
70.	647	Gerrity Group, LLC	Pending
71.	647	RD Management, LLC	Pending
72.	647	Realty Income Corporation	Pending
73.	647	The Sterling Organization, LLC	Pending
74.	649	MLO Great South Bay LLC	Pending
75.	649	Siegen Lane Properties LLC of Delaware	Pending
76.	651	Amazing Organics LLC, dba Amazing Herbs [<i>Reservation of Rights</i>]	N/A
77.	672	CorVel Enterprise Comp, Inc.	Resolved
78.	682	Benderson Development	Pending

FORMAL RESPONSES RECEIVED			
	Docket Ref.	Objecting Party	Status
79.	682	Brookfield Properties Retail, Inc.	Pending
80.	682	Curblin Properties Corp.	Pending
81.	682	First Washington Realty	Pending
82.	682	Kite Realty Group	Pending
83.	682	Regency Centers, L.P.	Pending
84.	682	Shamrock A Owner LLC	Pending
85.	682	ShopCore Properties	Pending
86.	682	SITE Centers Corp.	Pending
87.	683	Pentex RTO, LLC	Pending
88.	683	EightSixThree RTO, LLC	Pending
89.	683	Pentex Top Left, LLC	Pending
90.	683	Pentex 1848, LLC	Pending
91.	694	Tempur Sealy International, Inc.	Pending
92.	753	A-Team Leasing, LLC	Pending
93.	771	United Parcel Service, Inc.	Resolved

FORMAL RESPONSES RECEIVED			
	Docket Ref.	Objecting Party	Status
94.	814	Granite Telecommunications, LLC	Pending
95.	818	Capital Enterprises, Inc.	Resolved
96.	879	BB BHF Stores LLC	Pending
97.	911	Arsenal Plaza Associates, LLC	Pending
98.	911	Brunswick Center Associates, L.L.C.	Pending
99.	911	CPEG Malta, L.L.C.	Pending
100.	911	University Plaza Associates, L.L.C.	Pending

[Continued on Next Page]

INFORMAL RESPONSES RECEIVED		
	Objecting Party	Status
101.	SAB Investments LLC	Pending
102.	Nutritional Brands, Inc.	Pending
103.	Bioxgenic/MC Science Lab LLC	Resolved
104.	VestCom, Inc.	Pending
105.	Elanco US Inc.	Pending
106.	Vestis Services, LLC fka Aramark Uniform and Career Apparel, LLC	Pending
107.	TSO Winchester Station, LP	Pending
108.	Hartville Station, LLC	Resolved
109.	IVT Renaissance Center Durham I, LP	Resolved
110.	DS Properties 18 LP	Resolved
111.	Hendon Wescott LLC	Resolved
112.	Mars Petcare US, Inc.	Resolved
113.	211 Wallkill Realty LLC	Resolved
114.	Nature's Answer, Inc.	Resolved
115.	Regency Centers, L.P.	Resolved

116.	Roslyn Farm Corporation	Resolved
117.	Vaswani, Inc.	Resolved
118.	Sayville Plaza Development LLC	Resolved
119.	UMR, Inc.	Resolved
120.	CTO23 Rockwall LLC	Resolved
121.	Ventura Gateway LLC	Resolved
122.	Lighthouse Realty Partners LLC	Resolved
123.	Packaging Corporation of America	Resolved
124.	RCG-PSC Camp Creek Owner, LLC	Resolved
125.	Greenspot Largo, LLC	Resolved
126.	Outer Drive 39 Development Co., LLC	Resolved
127.	AEI National Income Property Fund VII LP	Resolved
128.	Newington Corner LLC	Resolved
129.	NADG/SG Riverdale Village LP	Resolved
130.	Edgewood Retail, LLC	Resolved
131.	Google, Inc.	Resolved
132.	Raymond Leasing Corp.	Resolved

133.	SPS Properties, LP	Resolved
134.	Attentive Mobile Inc.	Resolved
135.	Marriott International, Inc.	Resolved
136.	Comcast Cable Communications Management, LLC	Pending

EXHIBIT B

Sale Responses

EXHIBIT B**Adequate Assurance/Sale Objections¹**

FORMAL RESPONSES RECEIVED			
	Docket Ref.	Objecting Party	Status
1.	580	Shanri Holdings Corp.	Pending
2.	581	Beral, LLLP and Laurel Lakes, LLC	Pending
3.	583	Oracle America, Inc.	Pending
4.	610	Garden City Owner LLC and Redstone Operating Limited Partnership	Pending
5.	617	Heritage Seymour I, LLC	Pending
6.	617	Heritage Seymour II, LLC	Pending
7.	620	Texas Taxing Authorities	Pending
8.	622	Kin Properties Inc.	Pending
9.	622	Aberdeen Oklahoma Associates and Pasan LLC	Pending
10.	622	Muffrey LLC	Pending

¹ The Debtors have endeavored to list each and every applicable response received to date. However, given the number of responses received, the Debtors may have inadvertently omitted one or more responses. This chart is intended to assist the Court and parties in interest. Nothing herein is intended to, or shall, prejudice the rights of any party to the extent that such party has timely filed a response, which is later determined to have been inadvertently omitted herein.

FORMAL RESPONSES RECEIVED			
	Docket Ref.	Objecting Party	Status
11.	623	The ChildSmiles Group, LLC, a/k/a Abra Health, LLC	Debtors filed a motion to reject the applicable lease, rendering the objection moot. <i>See</i> Docket No. 875.
12.	635	The Chubb Companies	Pending
13.	638	Woodbolt Distribution, LLC	Pending
14.	640	Benenson Capital Partners, LLC	Pending
15.	640	DLC Management Corporation	Pending
16.	640	Inland Commercial Real Estate Services LLC	Pending
17.	640	National Realty & Development Corp.	Pending
18.	641	Fifth & Alton (Edens) LLC	Pending
19.	645	Commerce 9005 LLC f/k/a Commerce Limited Partnership #9005	Pending
20.	645	Commerce #9602 LLC f/k/a Commerce Limited Partnership #9602	Pending
21.	682	Benderson Development	Pending
22.	682	Brookfield Properties Retail, Inc.	Pending
23.	682	Curblin Properties Corp.	Pending
24.	682	First Washington Realty	Pending

FORMAL RESPONSES RECEIVED			
	Docket Ref.	Objecting Party	Status
25.	682	Kite Realty Group	Pending
26.	682	Regency Centers, L.P.	Pending
27.	682	Shamrock A Owner LLC	Pending
28.	682	ShopCore Properties	Pending
29.	682	SITE Centers Corp.	Pending
30.	882	MI-MJW Port Chester SC Owner LLC	Pending
31.	934	Buddy Mac Holdings, LLC	Pending

INFORMAL RESPONSE RECEIVED		
	Objecting Party	Status
32.	211 Wallkill Realty LLC	Pending